

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:

Chapter 11

RESIDENTIAL CAPITAL, LLC, et al.,

Case No. 12-12020 (MG)

Debtors.

(Jointly Administered)

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**AFFIDAVIT REGARDING DISSEMINATION OF THE
JUNE 5, 2015 NOTICE TO RMBS TRUST CERTIFICATEHOLDERS**

STATE OF NEW YORK)
) ss.:
COUNTY OF NASSAU)

JOSE C. FRAGA, being duly sworn, deposes and says:

1. I am a Senior Director of Garden City Group, LLC ("**GCG**").¹ My responsibilities as Senior Director include the dissemination of notices and administration of notice programs. Unless otherwise indicated, I have personal knowledge of the facts set forth herein, except as to certain matters that I believe to be true based on my review of business records of GCG.

2. GCG was retained by The Bank of New York Mellon and The Bank of New York Mellon Trust Company, N.A. (together, "**BNY Mellon**"); Deutsche Bank National Trust Company and Deutsche Bank Trust Company Americas (together, "**Deutsche Bank**"); U.S. Bank National Association ("**U.S. Bank**"); and Wells Fargo Bank, N.A. ("**Wells Fargo**," and collectively with BNY Mellon, Deutsche Bank, U.S. Bank, and HSBC Bank USA, N.A.

¹ Please note that The Garden City Group, Inc. is now Garden City Group, LLC.

(“**HSBC**”), the “**RMBS Trustees**”)² in their respective capacities as trustees and/or indenture trustees under certain residential mortgage backed securitization trusts (the “**RMBS Trusts**”).

3. As described below, GCG caused the *Time-Sensitive Notice Regarding Motion of RMBS Trustees for Approval of Certain Non-Material Plan Modifications*, dated June 5, 2015 (the “**Notice**”) to be disseminated to the holders (the “**Certificateholders**”) of certificates, notes or other securities (collectively, the “**Certificates**”) in the RMBS Trusts. A copy of the Notice is attached hereto as Exhibit A.

4. On June 5, 2015, GCG emailed the Notice to The Depository Trust Company (“**DTC**”) for posting on DTC’s LENS Notification System.

5. On June 5, 2015, GCG emailed the Notice to Broadridge Financial Services, Inc. (“**Broadridge**”).³ The Notice was provided in case Broadridge received any inquiries from financial institutions, including any DTC participants who viewed the DTC posting referred to in paragraph 4.

6. On June 11, 2015, GCG mailed the Notice by first class mail to 1,691 addressees provided by the RMBS Trustees.⁴

² Although HSBC did not retain GCG, HSBC is included as one of the RMBS Trustees on the Notice. The addressees provided by Wells Fargo include the names and addresses of Certificateholders for those RMBS Trusts for which HSBC acts as trustee or indenture trustee.

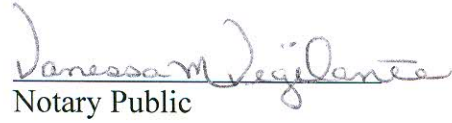
³ Broadridge assists domestic brokerage houses and other financial institutions that serve as nominee for the beneficial holders of securities.

⁴ Prior to the mailing of the Notice, GCG received 1,512 names and addresses of Certificateholders from the RMBS Trustees in connection with prior mailings and received an additional 179 unique addressees from BNY Mellon for this mailing. GCG received from Wells Fargo 13 additional names and addresses of Certificateholders in supplemental files. On June 22, 2015, GCG mailed the Notice to ten Certificateholders, and on July 2, 2015 GCG mailed the Notice to three additional Certificateholders.



Jose C. Fraga

Sworn to before me this
24th day of July 2015



Notary Public

VANESSA M VIGILANTE
Notary Public, State of New York
No. 01VI6143817
Qualified in Nassau County
Commission Expires April 17, 2018